LAKSHMI VILAS BANK

Secretarial Department, A.O, Karur

Ref/Sec/205/184/2013-14 December 19, 2013

To
The Manager
Listing Department
M/s. National Stock Exchange of India Limited
"Exchange Plaza,"
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400 051.

Symbol	Series
LAKSHVILAS	EQ

Sir,

Sub: Proceedings of Postal Ballot.

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Please find enclosed the minutes of the proceedings of the Postal Ballot conducted and results declared on 17.12.2013 on the voting results conducted in pursuance of Section 192A of the Companies Act, 1956 on the Special Resolution for the Alteration of the Memorandum of Association and Articles of Association.

This is for your information and record.

Thanking you,

Yours faithfully,

N. Ramanathan
Company Secretary

Encl: A/a

SECRETARIAL DEPARTMENT LVB A.O KARUR-6

The Lakshmi Vilas Bank Ltd., Regd. & Admn. Office, Salem Road, Kathaparai, Karur- 639006
Phone: 04324-220051-60 Fax: 223607, E-Mail: secretarial@lvbank.in

THE LAKSHMI VILAS BANK LTD., REGD & ADMIN OFFICE, KARUR-6

Minutes of the proceedings held on 17th day of December 2013 at the Registered Office of the Bank declaring the results upon the voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 for the Special resolution as set out in the Notice dated 11th November 2013.

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011 approval of members of the Bank was sought through Special Resolutions mentioned below. The bank has appointed Shri. K. Muthusamy, Practicing Company Secretary, Coimbatore as scrutinizer for the Postal Ballot. The Scrutinizer Shri. K. Muthusamy, submitted the results of the Postal Ballot submitted by way of physical copy and the voting done through E-Voting extended to the members pursuant of Clause 35B of the Listing Agreement entered with the Stock Exchanges for the following resolutions. The Special Resolutions for the said resolution were approved by requisite majority.

1.	**To Increase the Authorized Capital**
	RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, contained under the Companies Act, 1956, the Authorized Capital of the Bank be increased from Rs.150,00,00,000 (Rupees One Hundred and Fifty Crores Only) divided into 15,00,00,000 equity shares of Rs.10/- each to Rs.300,00,00,000 (Rupees Three Hundred Crores Only) divided into 30,00,00,000 equity shares of Rs.10/ each, ranking pari passu in all respect with the existing Equity Shares of the Company.
2.	**Amendment of Capital Clause of Memorandum of Association**
	RESOLVED THAT the existing Clause 6 of the Memorandum of Association of the Bank be amended and shall stand substituted as follows: 6. The liability of the members is limited. The authorized capital of the Bank is Rs.300,00,00,000 (Rupees Three Hundred Crores Only) divided into

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	30,00,00,000 equity shares of Rs.10/- each. The authorized capital can be increased, reduced, sub-divided or modified by the Board of Directors with the consent of the General Body.
3.	**Amendment of Article 3 of the Articles of Association**
	RESOLVED THAT the existing Article 3 of the Articles of the Association of the Bank, be amended and shall stand substituted as follows: 3. The authorized share capital of the Bank is Rs.300,00,00,000 (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty crores only) equity shares of Rs.10/- each.
4.	**Amendment of various Clauses of Articles of Association to enable appointment of Whole Time Director and Vice-Chairman**
	Pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) the following Articles of Association of the Bank be and is hereby amended to enable the appointment of Whole-Time Director and Vice-Chairman as follows: RESOLVED THAT in Article 2 after sub-clause (f) the following sub-clause (g) and (h) shall be inserted: (g) "Non-Executive Vice Chairman" means a Non-Executive Vice Chairman appointed by the Board under Article 14 as Non-Executive Vice Chairman. (h) "Whole Time Director" includes a director in the whole-time employment of the bank. RESOLVED FURTHER THAT the existing clause 10 (e) of the Articles of the Association of the Bank, be amended and shall be substituted as under: "10 (e) The Executive or Non-Executive Chairman or in his absence, the Non-Executive Vice- Chairman, if any, of the Board shall preside as Chairman at every general meeting of the company. If there is no such Executive or Non-Executive Chairman or Non-Executive Vice Chairman, or they are not present within fifteen minutes after the time appointed for holding the meeting or is

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unwilling or not able to attend and act as Chairman of the meeting, the Directors present shall elect any one of them to be the Chairman of the meeting."

RESOLVED FURTHER THAT the existing clause 14 of the Articles of the Association of the Bank, be amended and shall be substituted as under:

"14. Subject to the provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) and the Banking Regulation Act, 1949 the Board of Directors of the Bank shall elect or appoint a Whole time Chairman and Chief Executive Officer of its Board. The Whole time Chairman and Chief Executive Officer shall be entrusted with the Management of the whole of the affairs of the Bank subject to the superintendence, control and direction of the Board of Directors.

Alternatively, the Board of Directors may subject to the prior approval of RBI, appoint or re-appoint one of them to be the Non-Executive Chairman of the Bank for such a period and subject to such conditions as the RBI may specify, while giving such approval, and that in such event the management of the whole of the affairs of the Bank shall be entrusted to a Managing Director who will be the Chief Executive Officer of the Bank and who shall exercise his powers subject to the superintendence, control and direction of the Board of Directors.

The Board of Directors may appoint one of them, subject to the prior approval of RBI, as a Whole Time Director of the bank, who shall be in the whole-time employment of the bank and receive such remuneration as approved by the Board of Directors under the applicable provisions of the Companies Act. The Whole Time Director shall exercise such powers as prescribed by the Board from time to time and subject to the superintendence, control and direction of the Board of Directors including the Managing Director.

The Chairman (whether Executive or Non-Executive Chairman) shall preside over the meeting of the Board of Directors and the General Meeting of the Bank and he shall have the second or casting vote. In his absence or non-availability, the Non-Executive Vice Chairman, if any, shall preside over the

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meeting of the Board of Directors and the General Meeting of the Bank and shall exercise the powers of the Chairman including the second or casting vote."

RESOLVED FURTHER THAT the existing clause 15 of the Article of the Association of the Bank, be amended and shall be substituted as under:

"15. Every Whole Time Chairman and Chief Executive Officer or alternatively Non-Executive Chairman or Managing Director & CEO or Non-Executive Vice Chairman or the Whole Time Director of the Bank shall hold office for such period, not exceeding five years, as the Board of Directors may fix and on such remuneration as may be determined by General Body and shall subject to the provisions of the Act or the Banking Regulation Act, be eligible for re-election or re-appointment but shall not be liable to retirement by rotation."

RESOLVED FURTHER THAT the third proviso to the existing clause 16 of the Articles of the Association of the Bank, be amended and shall be substituted as under:

"16. Third proviso: Provided further that the Executive or Non-Executive Chairman or Non-Executive Vice Chairman or Managing Director & CEO or the Whole Time Director shall not be required to hold any qualification shares."

RESOLVED FURTHER THAT the existing clause 26 of the Articles of the Association of the Bank, be amended and shall be substituted as under:

"26. The Board may pay such remuneration, as it considers proper to a Director other than Executive or Non-Executive Chairman or Non-Executive Vice Chairman or the Whole Time Director or Managing Director & CEO who is called upon to render any special or extra work to the bank, subject to the provisions of the Banking Regulation Act."

RESOLVED FURTHER THAT the existing clause 28 (b) & (c) of the Articles of the Association of the Bank, be amended and shall be substituted as under:

"28 (b): To have the superintendence, control and direction over the Executive

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or Non-Executive Chairman or Non-Executive Vice Chairman or the Whole Time Director or Managing Director & CEO, Secretary, Managers, Officers and all other employees of the Bank.

28 (c): To delegate, subject to the provisions of Section 292 of the Act, by a resolution passed at a meeting to any Committee of Directors or Executive or Non-Executive Chairman or Non-Executive Vice Chairman or the Whole Time Director or Managing Director & CEO of the Bank or other Executives / Officers of the Bank or to a Committee of such Executives / Officers:

(i) The power to borrow money otherwise than on debentures.

(ii) The power to invest the funds of the bank.

(iii) The power to make loans."

Sl No.	Particulars	Total Valid Votes Polled		Votes cast in favour of the resolution		Votes cast against the resolution	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	No. of Equity shares	Percentage
1	To Increase the Authorized Capital	21167594	100	21110457	99.73	57137	0.27
2	Amendment of Capital Clause of Memorandum of Association:	21105678	100	21044526	99.71	61152	0.29
3	Amendment of Article 3 of the Articles of Association	21110667	100	21043299	99.68	67368	0.32
4	Amendment of various Clauses of Articles of association to enable appointment of Whole Time Director and Vice-Chairman	21107459	100	21002333	99.50	105126	0.50

(N.RAMANATHAN)
COMPANY SECRETARY

(RAGHURAJ GUJJAR)
CHAIRMAN OF THE MEETING

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